

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

L-7 DESIGNS, INC.,	)	
	)	
Plaintiff,	)	Civil Action No. 09 Civ. 1432 (DC)(RLE)
	)	
v.	)	
	)	
OLD NAVY, LLC,	)	
	)	
Defendant	)	
	)	

**DECLARATION OF VIRGINIA R. RICHARD**

Virginia R. Richard, Esq. hereby declare as follows:

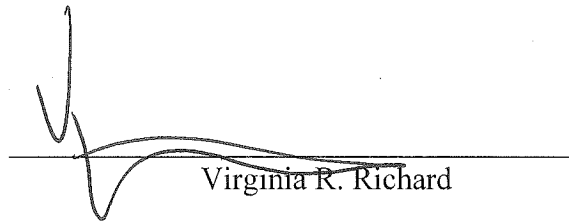
1. I am a member of the bar of the State of New York and of this Court and a partner in the law firm Winston & Strawn LLP.
  
2. With the consent of Plaintiff/Counterclaim-Defendant L-7 Designs, Inc. ("L-7"), Winston & Strawn LLP seeks to withdraw as L-7's attorney in this action. L-7 is currently seeking replacement counsel.
  
3. This case was dismissed with prejudice by this court on January 21, 2010, in an Opinion and Order granting in full Old navy's motion for judgment on the pleadings pursuant to Fed. R. Civ. P. 12(c) and denying leave to amend the Complaint.
  
4. Plaintiff L-7 Designs, Inc. appealed that decision to the Court of Appeal for the Second Circuit. On June 1, 2011, the Second Circuit affirmed in part and reserved in part. In its opinion, the Circuit Court affirmed dismissal of Counts II, IV, and V – the claims for trade

disparagement, breach of the implied duty of good faith, and fraud. Two claims, Count I, alleging wrongful termination, and Count III, alleging breach of contract for failure to negotiate in good faith toward the agreement to agree, were held to survive a motion to dismiss under the Rule 12(c) standard.

5. Upon remand, this Court held a pre-trial conference with the parties on July 19, 2011 and set new discovery deadlines. Discovery closed March 1, 2012. Defendant filed a motion for summary judgment on March 23, 2012, which has been fully briefed by both parties. No trial date has been set. Accordingly, replacement counsel for L-7 Designs, Inc. will have ample time to review the record and prepare for trial in this action.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
August 7, 2012



Virginia R. Richard